

# **EXHIBIT X**

~~Daniel Hansen~~

May 27, 2014

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

NEXTDOOR.COM, INC., a Delaware  
corporation,

Plaintiff,

vs.

No. 3:12-cv-05667-EMC

RAJ ABHYANKER, an individual,

Defendant.

\_\_\_\_\_/

AND RELATED COUNTERCLAIM

\_\_\_\_\_/

VIDEOTAPED DEPOSITION OF DANIEL HANSEN

MAY 27, 2014

10:09 A.M.

555 California Street, 12th Floor

San Francisco, California

REPORTED BY:

Mark W. Banta

CSR No. 6034, CRR

Daniel Hansen

May 27, 2014

A P P E A R A N C E S

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1 APPEARANCES (Continued)

2  
3 For Third-party Witness DANIEL HANSEN:

4 ROGERS JOSEPH O'DONNELL

5 BY MERRI A. BALDWIN

6 311 California Street, 10th Floor

7 San Francisco, California 94104

8 415.956.2828

9 mbaldwin@rjo.com

10 ALSO PRESENT: STEVE SPENCER, LVS, Videographer

11 MARCUS MANCUSO, SpiralMoon Media

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1 legal advice.

2 Q. Okay. So your understanding is that if there  
3 was a client here -- if -- it was Mr. Abhyanker?

4 A. Again, the -- the term "client" -- it depends  
5 on the context on what you mean by the client.

6 Q. I'm not asking you to agree or disagree that  
7 there was an attorney-client relationship.

8 A. Um-hmm.

9 Q. I'm asking you to identify the person who might  
10 have thought that there was an attorney-client  
11 relationship. The person that was seeking your legal  
12 advice.

13 A. So in connection with these particular e-mails?

14 Q. Yes. These series of communications in  
15 November 2012.

16 A. Yes, it would have been Raj Abhyanker.

17 Q. Okay.

18 (Exhibit 15 marked.)

19 BY MS. KELLY:

20 Q. Could you take a look at paragraph 46 of the  
21 declaration.

22 A. 46. All right.

23 Q. Have you seen this document before?

24 A. This looks to be the declaration that you guys  
25 at Fenwick forwarded us.

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1 Q. Okay. Did you read paragraph 46?

2 A. Yes, previously I read it.

3 Q. Did you in fact have a follow-up telephone  
4 conversation with Mr. Abhyanker?

5 A. Not that I recall.

6 Q. Okay. Did you inform him that Mr. Drazan had  
7 the ability to appoint you as interim CEO by himself?

8 A. Not that I recall.

9 Q. So these statements are not true?

10 MS. BALDWIN: Objection. The witness --  
11 mischaracterize the witness' -- well, the witness'  
12 testimony is what it is.

13 THE WITNESS: I think I've already answered I  
14 don't recall.

15 BY MS. KELLY:

16 Q. Would you have told him that?

17 MS. BALDWIN: Objection. Calls for  
18 speculation.

19 THE WITNESS: You're asking me to speculate  
20 would I have told him that?

21 BY MS. KELLY:

22 Q. Well, based on what you know about how the  
23 company operated and what were in its bylaws, and I can  
24 put those in front of you, is it your belief that  
25 Mr. Drazan could have had the ability to appoint him as

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1 interim CEO?

2 MS. BALDWIN: I'm going to object to the extent  
3 you're asking him for his legal conclusion.

4 THE WITNESS: I don't -- I didn't know the  
5 structure of the company at the time, so I don't know how  
6 to answer that.

7 MS. KELLY: So Merri, I think it's pretty clear  
8 from what is disclosed in this paragraph that any  
9 privilege that did exist in these communications has  
10 clearly been waived by Mr. Abhyanker, and he alone had  
11 the power to waive it, since he was the purported client.  
12 So it's our position that all of these documents that are  
13 listed on the log should be produced.

14 MR. NORTON: I would object that the details of  
15 the communications are privileged. With respect to the  
16 details of the communications have been waived, this  
17 paragraph here just talks about an outcome or conclusion,  
18 it doesn't discuss -- that doesn't reveal any details of  
19 the actual communications, the back and forth that took  
20 place when he was seeking legal advice from Mr. Hansen.

21 MS. KELLY: Well, I respectfully disagree. I  
22 think that this is a broad waiver and that it covers all  
23 the communications on the subject and that they ought to  
24 be produced immediately.

25 MS. BALDWIN: I don't think that we're in a

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1 position to make a ruling on a waiver issue. I don't --  
2 we -- Mr. Hansen's a third party, he's not involved in  
3 this case. I don't have -- all I have is what you've  
4 just given to us here and it's the same thing that you  
5 had sent to us earlier. This to me does not have enough  
6 facts for me to conclude that a waiver exists.

7 MS. KELLY: Well, we've established that the  
8 alleged client, if anybody, was Mr. Abhyanker. And we've  
9 established not just today -- I gave you this quite some  
10 time ago, as you know, and as your client has  
11 testified -- that he stated in a declaration filed  
12 publicly with the court about the contents of his  
13 conversation with Mr. Hansen right there. So I can't  
14 force you to do it, but your client is sitting here and I  
15 would like the opportunity to question him about these  
16 communications as I've indicated to you in the past.

17 MS. BALDWIN: I understand. But I mean let me  
18 just clarify with Mr. Abhyanker's counsel who is sitting  
19 here who is the holder, represented the holder of the  
20 privilege and is really the one to make this  
21 determination, not me.

22 Are you instructing Mr. Hansen not to answer  
23 communications about the e-mails that are the subject --  
24 that are listed on the privilege log and are the subject  
25 of this line of questioning?



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1 MR. NORTON: Yes, it's Mr. Abhyanker position  
2 that the details of the communications are privileged.

3 MS. BALDWIN: I don't see that we have a  
4 choice. We can't make the decision to waive. You know,  
5 you could have included this in your motion to compel  
6 that you filed on Friday.

7 MS. KELLY: This is in our motion to compel.

8 MS. BALDWIN: Well, then, we go to the second  
9 point which is you could have then postponed Mr. Hansen's  
10 deposition until resolution of these issues in your  
11 motion to compel, but you chose to proceed. I know you  
12 want to question him about it, but you made the choice to  
13 proceed today instead of wait a day or two until we got a  
14 ruling from Judge Chen. So we're not in a position  
15 pursuant to California Rules of Evidence and  
16 attorney-client privilege and the duty of confidentiality  
17 to make an independent decision on waiver in the face of  
18 an objection by Mr. Abhyanker's counsel that these are  
19 privileged.

20 MS. KELLY: Heather, is it your position that,  
21 notwithstanding what Mr. Abhyanker stated in his  
22 declaration, that the substance of his conversation with  
23 Mr. Hansen on this subject remains privileged?

24 MR. NORTON: It's his position that the details  
25 of his communications are privileged, yes.

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1 MS. KELLY: On this particular subject with  
2 Mr. Hansen?

3 MR. NORTON: Yes.

4 MS. KELLY: Okay. Obviously, I don't agree,  
5 and we may be back here.

6 THE WITNESS: Could we take five?

7 MS. KELLY: Yes.

8 THE VIDEOGRAPHER: We are going off the record.  
9 The time is 2:35 p.m.

10 (Recess taken from 2:35 to 2:45 p.m.)

11 THE VIDEOGRAPHER: We are going back on the  
12 record. The time is 2:46 p.m. Please proceed.

13 BY MS. KELLY:

14 Q. Okay. I want to go back to I had asked you a  
15 couple of questions about paragraph 46 in Mr. Abhyanker's  
16 declaration, and I misspoke in one of my questions, so I  
17 want to ask it properly.

18 With respect to the sentence that says "He  
19 informed me that Mr. Drazan had the ability to appoint me  
20 interim CEO by himself and no further action was  
21 required," did you in fact tell Mr. Abhyanker that?

22 MS. BALDWIN: I'm going to object on the  
23 grounds of privilege.

24 BY MS. KELLY:

25 Q. Are you going to follow your counsel's

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1 instruction?

2 MS. BALDWIN: I haven't actually -- I have only  
3 objected. I haven't made an instruction. And I'll leave  
4 it to Mr. Abhyanker's counsel to instruct, since he's the  
5 holder of the privilege.

6 MR. NORTON: You can answer whether your  
7 recollection comports with the statement in paragraph 46.

8 THE WITNESS: Not that I recall.

9 BY MS. KELLY:

10 Q. Okay. In fact, you would not have offered an  
11 opinion on that subject because you weren't familiar with  
12 the current bylaws of the company. Is that right?

13 MS. BALDWIN: Objection. Calls for  
14 speculation.

15 THE WITNESS: So you're asking me to speculate  
16 had I given that information because I'm not familiar  
17 with the bylaws of Center'd. Not because of the bylaws.

18 BY MS. KELLY:

19 Q. I'm sorry. I don't understand, not because of  
20 the bylaws. Earlier you had said you didn't know what  
21 the current bylaws of the company were; is that correct?

22 A. I don't recall saying that.

23 Q. Okay. Do you know what it would take for  
24 somebody to be appointed CEO of Center'd effectively as  
25 of 2012?

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1 MS. BALDWIN: You're asking him as he sits here  
2 today what his legal conclusion is?

3 THE WITNESS: Are you asking me right now?

4 BY MS. KELLY:

5 Q. No. I'm asking you in November 2012 would you  
6 have known what it would take to appoint somebody CEO of  
7 Center'd?

8 A. I wasn't familiar with the corporate structure  
9 of the company at the time.

10 Q. Okay. So you probably wouldn't have answered a  
11 question on that issue, would you?

12 MS. BALDWIN: Objection. Argumentative. Calls  
13 for speculation.

14 THE WITNESS: Probably would not have... yeah,  
15 I probably would not have.

16 MS. KELLY: Okay. I'd like to have this marked  
17 as the next exhibit. What are we on?

18 THE REPORTER: 16.

19 (Exhibit 16 marked.)

20 MS. KELLY: This is the document that was  
21 provided to us upon request relating to the index of  
22 materials that was transmitted to Goodwin Procter. Would  
23 you agree with that, Merri?

24 MS. BALDWIN: It appears to be.

25 MS. PARK: Are they the only copy?

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1 STATE OF CALIFORNIA

2 COUNTY OF SAN FRANCISCO

3  
4 I, MARK W. BANTA, a Certified Shorthand  
5 Reporter, do hereby certify:

6 That prior to being examined, the witness in  
7 the foregoing proceedings was by me duly affirmed to  
8 testify to the truth, the whole truth, and nothing but  
9 the truth;

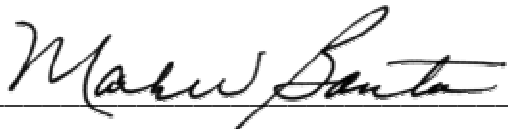
10 That said proceedings were taken before me at  
11 the time and place therein set forth and were taken down  
12 by me in shorthand and thereafter transcribed into  
13 typewriting under my direction and supervision;

14 I further certify that I am neither counsel  
15 for, nor related to, any party to said proceedings, nor  
16 in any way interested in the outcome thereof.

17 In witness whereof, I have hereunto subscribed  
18 my name.

19 Dated: June 5, 2014



20  
21  
22   
23

24 MARK W. BANTA

25 CSR 6034, CRR